

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST (FY 2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AXIO DIGITAL PRIVATE LIMITED (FORMERLY KNOWN AS THUMBWORKS TECHNOLOGIES PRIVATE LIMITED (THE "COMPANY") TO BE HELD ON THURSDAY 25th APRIL, 2024 AT 01.00 P.M AT NEW NO 3(OLD 211), GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD SADASHIVANAGAR, BANGALORE - 560080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No 1: TO CONSIDER AND APPROVE THE LIMIT OF RS. 50 CRORES FOR THE PERIOD FROM APRIL 2024 TO MARCH 2025, FOR ISSUING/ OFFER/ ALLOTMENT OF SECURED/ UNSECURED/ REDEEMABLE NON-CONVERTIBLE DEBENTURE ON PRIVATE PLACEMENT BASIS FOR FINANCIAL YEAR 2024-25;

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESLOVED THAT pursuant to the provisions of Section, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory notification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time and, in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company the approval and consent of the members be and hereby accorded to borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of Secured/Unsecured/Redeemable Non-Convertible Debentures ("**NCDs**") on a private placement basis, in one or more tranches for an amount as & when decided by the Board of Directors shall not exceed Rs.50 Crores (Rupees Fifty Crores Only), for the Financial year 2024-2025 on such terms and conditions and at par as may be decided by the Board to such person(s), including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions and individuals, as the case may be or such other person(s) as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities, to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount and to take all such steps and to do all such other acts, deeds, matters and things as may be necessary and to accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such

directions/ instructions as may be necessary to settle any deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/agreements/papers/writings as may be required in this regard.

RESOLVED FURTHER THAT the Mr. Gaurav Dinesh Hinduja and Mr. Sashank R Rishyasringa, Directors Officer and Ms. Seema Patel, Company Secretary of the Company be and are hereby severally authorized to issue the sign, submit, execute and deliver all necessary documents, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard including filing necessary forms with Registrar of Companies, and any other regulatory authority.”

By Order of the Board of Directors
For axio Digital Private Limited
(Formerly Known as Thumbworks Technologies Private Limited)

For AXIO DIGITAL PRIVATE LIMITED



Authorised Signatory

Sashank R Rishyasringa
Director
(DIN: 06466985)
Address: Savista Sanjhariya, Sanjariya
Thikariya, Jaipur, Sanganer, Rajasthan - 302026

Place : Bangalore

Date : 25th April, 2024

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the Company.
2. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 24 hours before the commencement of the meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended hereto as **Annexure A**.
4. Member/Proxy, desirous of attending the Meeting, must bring the attendance slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
5. All documents referred to in the notice and the explanatory statement, and requiring members' approval and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 5.00 P.M. on all working days and shall be accessible to the person attending the meeting.
6. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail or in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to concerned members duly quoting his Folio number and email ID.
7. Route Map for the registered office is annexed as **Annexure B** to this Notice.
8. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as **Annexure C**.

Annexure A

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The Board of directors at their meeting held on 24th April , 2024 have approved to the limit of Rs.50 crores for issuance of debentures subject to the approval of members of the Company to borrow from time to time by making offer (s) or invitation(s) to subscribe or issuance of Secured/Unsecured/ Redeemable Non-Convertible Debentures ("**NCDs**") on a private placement basis, as may be decided by the Board on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Disclosure as Per Sub-Rule (1) Of Rule 14 of Companies (Prospectus and Allotment of Securities) 2014.

Sl. No.	Particulars	Disclosures
1.	Particulars of the offer including date of passing of Board resolution	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.

		<p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue secured/unsecured redeemable NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p> <p>The Board of directors at their meeting held on 24th April 2024 have approved issuance of debentures of subject to the approval of members of the Company.</p>
2.	Kinds of securities offered and the price at which security is being offered	Non-convertible debentures
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The non-convertible debentures are being issued at their nominal value as decided by Board from time to time, without any premium on the debentures.
4.	Name and address of valuer who performed valuation;	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
5.	Amount which the company intends to raise by way of such securities	INR 50 Crores for the Financial year 2024-2025.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s).

furtherance of objects; principle terms of assets charged as securities	These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
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Consent of the Members is therefore sought in connection with the aforesaid issuance of debentures by the Company to an amount upto Rs. 50/- Crore as stipulated above, in one or more tranches.

The Board recommends the approval of the resolution mentioned in item No. 1 of the Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors
For axio Digital Private Limited
(Formerly Known as Thumbworks Technologies Private Limited)**

For AXIO DIGITAL PRIVATE LIMITED

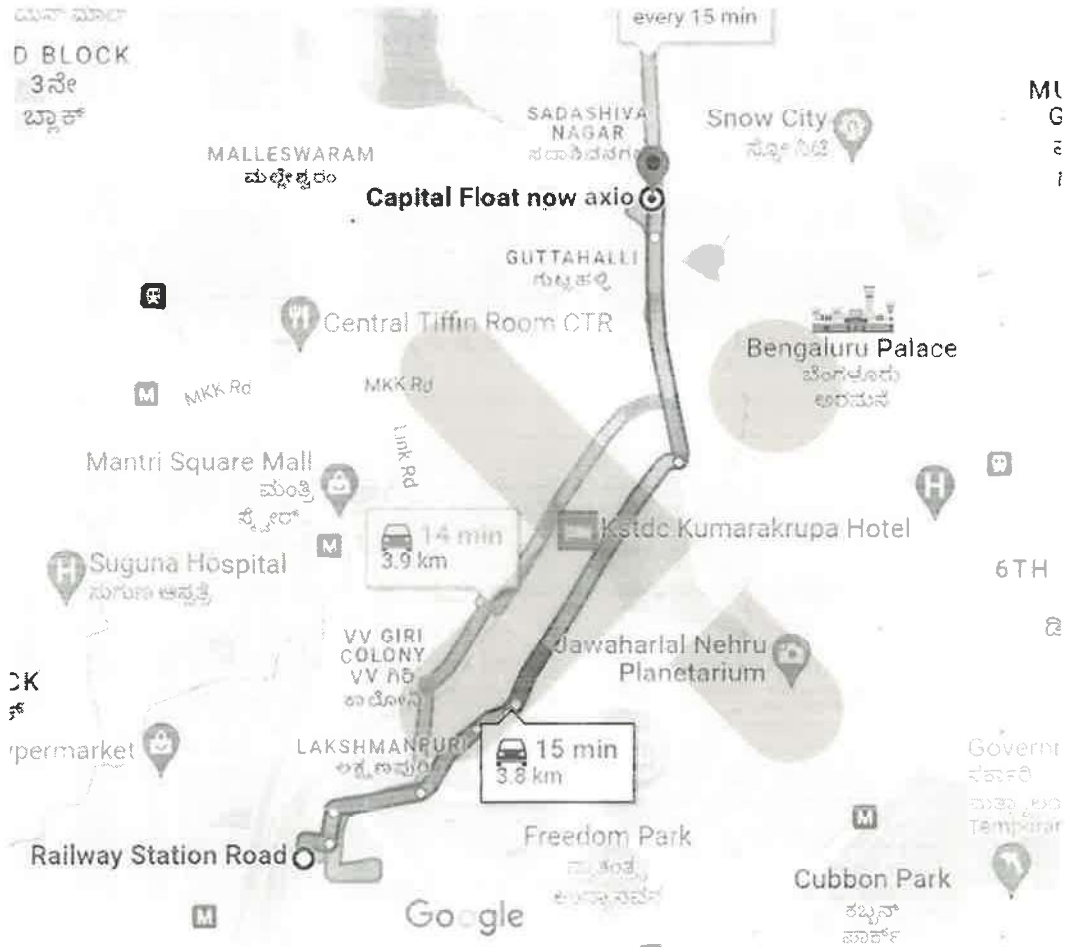
Sashank R. Rishwasringa
Director
(DIN: 06466985)
Address: Savista Sanjhariya, Sanjariya
Thikariya, Jaipur, Sanganer, Rajasthan – 302026

Place : Bangalore

Date : 25th April, 2024

Annexure B- Route Map

New No.3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road,
Sadashivnagar, Bangalore – 560080.



ANNEXURE C
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Date: -----

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of axio Digital Private Limited (Formerly Known as Thumbworks Technologies Private Limited) on 25th April, 2024 at 01.00 P.M. at 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080

Name of the Shareholder/Authorised Representative	
Folio No.	
No. of Shares Held	
Name of Proxy (if any)	

Signature of the Shareholder
/Proxy/Authorised Representative*

ANNEXURE D

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: axio Digital Private Limited (Formerly Known as Thumbworks Technologies Private Limited.

Name of the Member (s): _____ residing
at/having registered office at _____
& e-mail Id: _____ bearing
Folio No. _____.

I / We, being the member(s) of _____ (In words _____)
equity shares of M/s axio Digital Private Limited (Formerly Known as Thumbworks Technologies Private Limited hereby appoint –

1. Name: _____ Address : _____
E-mail Id: _____ Signature: _____, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on 25th April, 2024 at 01.00 P.M. at 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru – 560080 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Affix Re. 1
Revenue
Stamp

Signed this ____ day of _____, 2024

Signature of Shareholder (s)

Signature of Proxy Holder (s)



Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

